

**EXHIBIT A**

**Proposed Order**

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO *et al.*,  
Debtors.<sup>1</sup>

PROMESA  
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**ORDER GRANTING MOTION OF AMBAC ASSURANCE  
CORPORATION PURSUANT TO RULE 3018(a) OF THE  
FEDERAL RULES OF BANKRUPTCY PROCEDURE FOR  
TEMPORARY ALLOWANCE OF ITS CLAIMS FOR VOTING PURPOSES**

Upon the motion of Ambac Assurance Corporation (the “Motion”)<sup>2</sup> for entry of an order, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, temporarily allowing Ambac’s Clawback Claims for the purpose of voting to accept or reject the Plan; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and good sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801).

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. Ambac's Clawback Claims shall be temporarily allowed solely for the purpose of Ambac voting to accept or reject the Plan in the following amounts: \$521.5 million in Class 56, \$136.2 million in Class 57, and \$647.8 million in Class 58.
3. The temporary allowance of Ambac's Clawback Claims shall be only for the purpose of voting on the Plan and shall not constitute or be construed as an admission by (i) the Commonwealth of the validity or amount of Ambac's Clawback Claims for any other purpose, including for ultimate allowance or distributions under the Plan, or (ii) Ambac of any limitation on the ultimate allowed amount of Ambac's Clawback Claims or their classification. All of the parties' arguments, counterarguments, and defenses are expressly reserved.
4. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: San Juan, Puerto Rico  
\_\_\_\_\_, 2021

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HONORABLE LAURA TAYLOR SWAIN  
UNITED STATES BANKRUPTCY JUDGE